



METROPOLITAN
TRANSPORTATION
COMMISSION

Joseph D. Rhee, Metro Comm.
Chairman
California, CA 94067-4700
TEL: 415.875.3200
FAX: 415.875.3269
E-MAIL: info@mtc.org
WWW.MTC.ORG

Memorandum

TO: Commission

Date: August 10, 2011

FR: Deputy Executive Director, Operations

W. I. 1542

RE: MTC Resolution No. 4029A, Creation of Bay Area Headquarters Authority

Contingent upon a positive action regarding the regional headquarters project at the Joint MTC/BATA meeting next Wednesday, staff recommends that the Commission approve MTC Resolution No. 4029A which authorizes MTC to enter into a Joint Exercise of Powers Agreement with the Bay Area Toll Authority (“BATA”) establishing the Bay Area Headquarters Authority (“BAHA”). BAHA’s mission would be to plan, acquire and develop office space and facilities and undertake related activities to acquire a regional headquarters office facility. Among other things, BAHA’s powers would include:

- Entering into contracts providing for public or private sector entities to plan, acquire and develop BAHA’s office space and facilities;
- Employing agents and employees;
- Acquiring, constructing, managing, maintaining and operating any building, works or improvements; and
- Acquiring, holding, leasing, renting, and disposing of property.

Under Resolution No. 4029A, the Executive Director and the Chief Financial Officer, and each of them, would be authorized to sign a Joint Exercise of Powers Agreement in substantially the form as Attachment A to the proposed Resolution, with any additions that the Executive Director or the Chief Financial Officer may require or approve. Resolution No. 4029A would further approve BATA’s proposed funding contribution to BAHA for such purposes as opening escrow, improving the facility to be acquired, and covering co-location expenses and BATA’s taking of such further actions, as necessary, pending the formation of BAHA, such as negotiating and executing a purchase agreement, opening escrow, retaining architects or planners for the development of such facility and negotiating terms for lease or purchase and

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condominium agreements with the Bay Area Air Quality Management District and the Association of Bay Area Governments.

Finally, Resolution No. 4029A would authorize BAHA to consummate any activities initiated by BATA, including BAHA's substitution for BATA in any escrow and purchase arrangements and BAHA's taking title to the facility. Finally, under Resolution No. 4029A, the Executive Director and Chief Financial Officer, and each of them, would be authorized to negotiate, execute and deliver documentation between MTC and BAHA regarding MTC's use and occupancy of the facility.

Recommendation

Staff recommends that the Commission approve MTC Resolution No. 4029A.

Andrew B. Fremier